FORM D



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

113 588

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average	e burden
hours per respons	e 1.00

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Name of Offering $\ (\Box \ check \ if \ this \ is \ an \ amer$	ndment and name	has changed, and in	dicate c	hange.)		
PumpWorks, Inc 208,500 Subordinated of each \$2.50 of face value Notes purchase		es (\$208,500) with a	warrai	nt to purchase	one (1) shar	e of common stock
Filing Under (Check box(es) that apply): Type of Filing: New Filing □ Amendment	□ Rule 504	□ Rule 505	⊠ Ru	le 506	Section 4(6)	GULOE
		DENTIFICATION	DATA			EVENIEU (18)
1. Enter the information requested about the					,	2 2000
Name of Issuer (□ check if this is an amendr PumpWorks, Inc.	ment and name ha	as changed, and indic	cate char	nge.)		11 (2003)
Address of Executive Offices 1125 Nathan Lane North, Plymouth, MN		treet, City, State, Zip	Code)	Telephone Nu (763) 545-884	~	ing Area (Sde)
Address of Principal Business Operations (if different from Executive Offices)	(Number and S	treet, City, State, Zip	(Code)	Telephone Nu	mber (Includ	ing Area Code)
Brief Description of Business PumpWorks, Inc. is engaged in the design, products.	manufacture ar	nd distribution of el	ectrome	echanical pum	ps, compres	sors and related
Type of Business Organization				· - ··		TARTO
☑ corporation☐ business trust	•	ership, already form ership, to be formed		other (pl	ease specify	ROCESSED
Actual or Estimated Date of Incorporation or Jurisdiction of Incorporation or Organization:	-	Month Year 0 8 9 4 r U.S. Postal Service		Actual □ Est	imated	JUL 18 2003 THOMSON FINANCIAL
· · · · · · ·	CN for Canada;	FN for other foreign	ı jurisdi	ction)		MN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and ma	naging partner	of partnership issuers.				
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first	, if individual)					
Sullivan, Paul						
Business or Residence Add	•	• • • • • • • • • • • • • • • • • • • •	ip Code)			
1125 Nathan Lane North, P	lymouth, MN 5.	5441				
Check Box(es) that Apply:	-□ Promoter	□ Beneficial Owner	☑ Executive Officer	⊠ Director		General and/or Managing Partner
Full Name (Last name first Knuth, Ed	, if individual)		Maria Maria			
Business or Residence Add	ress (Number a	nd Street, City, State, Z	ip Code)			
1125 Nathan Lane North, P		Carlotte Transport			5 -89 - 11 - 1	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first	, if individual)					
Rich, Ken						
Business or Residence Add	ress (Number a	nd Street, City, State, Z	ip Code)			
1125 Nathan Lane North, P	lymouth, MN 5:	5441			_	
Check Box(es) that Apply:		☐ Beneficial Owner	□ Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first	The second secon				- Digette	
Business or Residence Add	ress (Number a	nd Street, City, State, Z	ip Code)			
					- 100 · 1	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first	, if individual)					
D : D :1 411	QI 1	10: 0: 0: 0: 7				<u> </u>
Business or Residence Add	ress (Number a	ind Street, City, State, Z	ip Code)			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first	, if individual)					
		en a transfer ou en el Paris	46.		4, 4	
Business or Residence Add	ress (Number a	ind Street, City, State, Z	ip Code)		· 3.	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first	, if individual)					
Business or Residence Add	ress (Number a	and Street, City, State, Z	ip Code)		<u></u>	

No No No No No No No No	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes The self-self-self-self-self-self-self-self-	No No	
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for soliteation of purchases in connection with sales of securities in the Offening If a person to be listed are associated person or general the orestate, in the offening of a person, the best or dealer to stake, but the name of the broker or dealer. If more than five 16 persons to be listed are associated person or such as broker or dealer, you may set forth the information for that broker or dealer or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Gysland, Ways B. Business or Residence Address (Number and Street, City, State, Zip Code) 4138 Blueberry Knoll, Eagan, MN 55123 Name of Associated Broker or Dealer NDX Financial Services States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) (Check "All Stat	Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, or dealer or dealer or size, list the man of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, or dealer only. Full Name (Last name first, if individual) Gysland, Wayne B. Business or Residence Address (Number and Street, City, State, Zip Code) 4138 Blueberry Knoll, Eagan, MN 55123 Name of Associated Broker or Dealer NDX Financial Services States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MN] [MT] [NB] [NN] [NN] [NN] [NN] [NN] [NN] [NN	No	
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(Check "All States" or check individual States)	(Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)		
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[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NY] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer	[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] -[NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)		
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Name of Associated Broker or Dealer			
Name of Associated Broker or Dealer			
	Business or Residence Address (Number and Street, City, State, Zip Code)		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers			
(Check "All States" or check individual States)	(Check "All States" or check individual States)		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	C	Aggregate Offering Price	An	nount Already Sold
	Debt		0	<u>\$</u>	0
	Equity	\$	0	<u>\$</u>	0
	□ Common □ Preferred				
	Convertible Securities (including warrants)	\$	208,500	<u>\$</u>	208,500
	Partnership Interests	<u>\$</u>	0	<u>\$</u>	0
	Other (Specify)	\$	0	\$	0
	Total	\$	208,500	\$	208,500
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors	D	ollar Amount of Purchases
	Accredited Investors		5	<u>\$</u>	208,500
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		5	\$	208,500
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering		Type of Security	D	ollar Amount Sold
	Rule 505		N/A	<u>\$</u>	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	\$	N/A
	Total	_	N/A	<u>\$</u>	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			□ <u>\$</u>	0
	Printing and Engraving Costs				1,000
	Legal Fees			⊠ <u>\$</u>	2,000
	Accounting Fees			□ <u>\$</u>	0
	Engineering Fees			□ <u>\$</u>	0
	Sales Commissions (specify finders' fees separately)			□ <u>\$</u>	0
	Other Expenses (identify)			□ <u>\$</u>	0
	Total			⊠ \$	3,000

	Engineering Fees.				<u>\$</u>	
	Sales Commissions (specify finders' fees separately)				\$	0
	Other Expenses (identify)				<u>\$</u>	0
	Total			⊠	\$	3,000
C.	. OFFERING, PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCE	EDS				
	b.Enter the difference between the aggregate offering price given in response to Part C – Ques and total expenses furnished in response to Part C – Question 4.a. This difference is the "adgross proceeds to the issuer."	tion I justed				\$ 205,500
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be for each of the purposes shown. If the amount for any purpose is not known, furnish an estima check the box to the left of the estimate. The total of the payments listed must equal the adgross proceeds to the issuer set forth in response to Part C – Question 4.b above.	e used te and justed				
			C Dir	rments to officers, ectors, & ffiliates		Payments To Others
	Salaries and fees	. 🗆	<u>\$</u>	0		\$ 0
	Purchase of real estate	П	\$	0		S 0
			<u>Ψ</u>			<u> </u>
	Purchase, rental or leasing and installation of machinery and equipment	. 🗆	<u>\$</u>	0		\$ 0
	Construction or leasing of plant buildings and facilities	. 🗆	<u>\$</u>	0		<u>\$ 0</u>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		<u>s</u>	0		\$ 0
	Repayment of indebtedness	. 🗆	<u>\$</u>	0		<u>\$0</u>
	Working capital	. 🗆	<u>\$</u>	0		\$ 205,500
	Other (specify):					
		_				
		_				
		. 🗆	<u>\$</u>	0		<u>\$ 0</u>
	Column Totals	. 🗆	<u>\$</u>	0		\$ 205,500
	Total Payments Listed (column totals added)			\$ <u>205</u> ,	500	
		•				
	D. FEDERAL SIGNATURE					
	D. PEDERAL SIGNATURE					
TI fo qu	he issuer has duly caused this notice to be signed by the undersigned duly authorized person bllowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities an uest of its staff, the information furnished by the issuer to any non-accredited investor pursu	. If th id Exc uant to	is not hange para	ce is filed Commiss graph (b)(unde ion, 2) of	er Rule 505, the upon written re- f Rule 502.
Is	ssuer (Print or Type) Signature			Date	/,	1/02
P	umpWorks, Inc.				<u>//</u>	1/07
	ame of Signer (Print or Type) Title of Signer (Print of Type)					
P	aul Sullivan President and Chief Executive Offic	er				

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